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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Chapter 11
)
TRONOX INCORPORATED, *et al.*,) Case No. 09-10156 (ALG)
)
Debtors.) Jointly Administered
)

ANNUAL REPORT OF THE TRONOX INCORPORATED TORT CLAIMS TRUST

Garretson Resolution Group (“GRG”), the Tort Claims Trustee of the Tronox Incorporated Tort Claims Trust (the “Trust”), submits this Annual Report for the fiscal year commencing January 1, 2012 (the “Annual Report”).

The Annual Report is filed in compliance with Section 3.7(c) of the Tronox Incorporated Tort Claims Trust Agreement (the “Trust Agreement”). Section 3.7(c) of the Trust Agreement requires the Trust to file an Annual Report, which includes a budget and cash flow projections for the current fiscal year and the succeeding four years.

The Trust’s Income Statement showing its projections for 2012 and the succeeding four years is attached hereto as Exhibit A. The Trust’s Balance Sheet showing its projections for 2012 and the succeeding four years is attached hereto as Exhibit B. The Trust’s Cash Flow Statement showing its projections for 2012 and the succeeding four years is attached hereto as Exhibit C.

Respectfully submitted,

/s/ Jason V. Stitt

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EXHIBIT A

Tronox Incorporated Tort Claims Trust
Income Statement
As of 12/31/2011

	2011	2012	2013	2014	2015	2016
Income						
Dividend Income	2,913	1,500				
Funding Income	17,578,750					
Interest Income	2,775	1,400				
Long Term Divid Cap Gains	194					
Short Term Divid Cap Gains	170					
Total Income	17,584,801	2,900	-	-	-	-
Gross Profit	17,584,801	2,900	-	-	-	-
Expense						
Administrative Costs	93,853	70,430	67,037	52,468	13,750	25,290
Attorney Expenses	3,000,000	1,974,614				
Attorney Fees	-	2,318,972				
Claimant Disbursements	-	4,397,370	-	-	629,139	-
¹ GRG Administration Fees	1,254,980	795,560	-	-	15,620	-
Professional Fees - Accounting	950	6,500	6,700	6,900	7,100	7,300
Professional Fees - Legal Fees	439,127	350,000	300,000	200,000	200,000	200,000
TAC fees	73,540	36,000	36,000	36,000	36,000	36,000
Trust Insurance Premium	132,200	132,200	132,200	132,200	132,200	132,200
Total Costs, expenses and fees	4,994,650	10,081,647	541,937	427,568	1,033,809	400,790
Net Income	12,590,151	(10,078,747)	(541,937)	(427,568)	(1,033,809)	(400,790)

Footnotes:

Garretson Resolution Group administrative fees for lien verification and resolution are not reflected in the budget for any years represented. The Trust is seeking a deferral of health care lien verification and resolution until the Anadarko Litigation settles or results in a verdict. If GRG is successful in obtaining a deferral, the fees would be deferred

¹ until the conclusion of the Anadarko Litigation.

EXHIBIT B

Tronox Incorporated Tort Claims Trust
Balance Sheet
As of 12/31/2011

	2011	2012	2013	2014	2015	2016
ASSETS						
Current Assets						
Total Checking/Savings	12,639,716.89	2,511,404.29	1,969,466.93	1,541,898.93	508,090.00	107,300.00
Accounts Receivable	13,541.31	-				
Total Current Assets	12,653,258.20	2,511,404.29	1,969,466.93	1,541,898.93	508,090.00	107,300.00
TOTAL ASSETS	12,653,258.20	2,511,404.29	1,969,466.93	1,541,898.93	508,090.00	107,300.00
LIABILITIES & EQUITY						
Liabilities						
Current Liabilities						
Total Accounts Payable	63,107.17	-	-	-	-	-
Total Current Liabilities	63,107.17	-	-	-	-	-
Total Liabilities	63,107.17	-	-	-	-	-
Equity						
Net Income	12,590,151.03	(10,078,746.74)	(541,937.36)	(427,568.00)	(1,033,808.93)	(400,790.00)
Total Equity	12,590,151.03	2,511,404.29	1,969,466.93	1,541,898.93	508,090.00	107,300.00
TOTAL LIABILITIES & EQUITY	12,653,258.20	2,511,404.29	1,969,466.93	1,541,898.93	508,090.00	107,300.00

EXHIBIT C

Tronox Incorporated Tort Claims Trust
Cash Flow Statement
As of 12/31/2011

	2011	2012	2013	2014	2015	2016
Cash Flows from Operating Activities						
Net Income	12,590,151	(10,078,747)	(541,937)	(427,568)	(1,033,809)	(400,790)
Increase (decrease) in Current Liabilities	63,107	(63,107.17)	-	-	-	-
Cash Flows from Operating Activities	12,653,258	(10,141,854)	(541,937)	(427,568)	(1,033,809)	(400,790)
Cash Flows from Investing Activities						
Cash Funding Income	17,578,750	-	-	-	-	-
Dividends, Interest, Short-term and Long-term Capital Gains	6,051	2,900.00	-	-	-	-
Cash Invested	(17,584,801)	(2,900.00)	-	-	-	-
Cash Flow from Investing Activities	-	-	-	-	-	-
Total Cash flow derived from Trust	12,653,258	(10,141,854)	(541,937)	(427,568)	(1,033,809)	(400,790)
Beginning Cash	-	12,653,258	2,511,404	1,969,467	1,541,899	508,090
Cash at end of year	12,653,258	2,511,404	1,969,467	1,541,899	508,090	107,300